

ODonnell Kathleen M
 Form 4/A
 November 05, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ODonnell Kathleen M

2. Issuer Name and Ticker or Trading Symbol
 BIODELIVERY SCIENCES INTERNATIONAL INC [BDSI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/03/2004

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

C/O MCCABE & O'DONNELL, 3101 NORTH CENTRAL AVENUE, SUITE 700

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 09/20/2004

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PHOENIX, AZ 85012

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 09/20/2004 | 09/20/2004 | P | 2,500 A | \$ 2.8496 120,000 | I | See Footnote (1) |
| Common Stock | 09/20/2004 | 09/20/2004 | P | 2,500 A | \$ 2.8449 122,500 | I | See Footnote (1) |
| Common Stock | 09/21/2004 | 09/21/2004 | P | 100 A | \$ 2.85 122,600 | I | See Footnote (1) |

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| | | | | | | | | | |
|--------------|------------|------------|---|-------|---|---------|-----------|---|-------------------------|
| Common Stock | 09/21/2004 | 09/21/2004 | P | 250 | A | \$ 2.85 | 122,850 | I | See Footnote <u>(1)</u> |
| Common Stock | 09/21/2004 | 09/21/2004 | P | 500 | A | \$ 3 | 123,350 | I | See Footnote <u>(1)</u> |
| Common Stock | 09/21/2004 | 09/21/2004 | P | 50 | A | \$ 3 | 123,400 | I | See Footnote <u>(1)</u> |
| Common Stock | 09/21/2004 | 09/21/2004 | P | 500 | A | \$ 2.98 | 123,900 | I | See Footnote <u>(1)</u> |
| Common Stock | 09/21/2004 | 09/21/2004 | P | 1,000 | A | \$ 2.98 | 124,900 | I | See Footnote <u>(1)</u> |
| Common Stock | 09/21/2004 | 09/21/2004 | P | 100 | A | \$ 2.91 | 125,000 | I | See Footnote <u>(1)</u> |
| Common Stock | 09/21/2004 | 09/21/2004 | P | 100 | A | \$ 2.91 | 125,100 | I | See Footnote <u>(1)</u> |
| Common Stock | 09/21/2004 | 09/21/2004 | P | 100 | A | \$ 3 | 125,200 | I | See Footnote <u>(1)</u> |
| Common Stock | 09/21/2004 | 09/21/2004 | P | 200 | A | \$ 3 | 125,400 | I | See Footnote <u>(1)</u> |
| Common Stock | 09/21/2004 | 09/21/2004 | P | 800 | A | \$ 3 | 126,200 | I | See Footnote <u>(1)</u> |
| Common Stock | 09/21/2004 | 09/21/2004 | P | 1,200 | A | \$ 3 | 127,400 | I | See Footnote <u>(1)</u> |
| Common Stock | 09/21/2004 | 09/21/2004 | P | 100 | A | \$ 2.85 | 127,500 | I | See Footnote <u>(1)</u> |
| Common Stock | | | | | | | 3,111,580 | I | See Footnote <u>(2)</u> |
| Common Stock | | | | | | | 4,577 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrants | \$ 6.3 | | | | | 06/24/2003 | 06/24/2007 | Common Stock | 5,000 |
| Series B Convertible Preferred Stock | (3) | | | | | 03/31/2006 | (3) | Common Stock | 294,118 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ODonnell Kathleen M C/O MCCABE & O'DONNELL 3101 NORTH CENTRAL AVENUE, SUITE 700 PHOENIX, AZ 85012 | | | X | |

Signatures

Katleen M.
O'Donnell 11/03/2004

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Held by the Francis E. O'Donnell Irrevocable Trust #1, of which reporting party is Trustee.

(2)

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Held by Hopkins Capital Group II, LLC, which is one-third owned by the Francis E. O'Donnell Irrevocable Trust #1, of which reporting party is Trustee. The Series B Convertible Preferred Stock is convertible into shares of the Company's common stock on a one for one basis.

(3) Not Applicable

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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